

Society Incorporation Number: S0041333

## **CORDOVA BAY COMMUNITY CLUB**

# **By-Laws**

### **Part 1 - BY-LAWS**

1. Interpretation:

a. In these By-Laws, unless the context otherwise requires:

i. "Directors" means the Directors of the Society for the time being.

ii. "Society

Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

iii. "Registered address" of a member means his address as recorded in the Register of Members.

2. The definitions in the Society Act on the date these By-Laws become effective apply to these By-Laws.

3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### **Part 2 – MEMBERSHIP**

4. There shall be three (3) classes of membership in the Society, namely ordinary members, honorary members, and lifetime members.

#### **a. Ordinary Members**

i. Ordinary members are those persons who pay the annual membership fee.

ii. Ordinary members shall be entitled to one (1) vote per member at all general meetings of the Society.

iii. Ordinary members must maintain their membership in good standing which includes payment of the annual dues as prescribed by the Board of Directors

iv. Members must attain the age of majority

#### **b. Honorary Members**

i. Honorary members of the Society are those persons or corporations who accept an appointment by the Board of Directors. Honorary members are those persons or corporations who have rendered an outstanding service or contribution to the society

ii. A member of the Board of Directors may appoint a person to become an Honorary member of the Society; such appointment must be approved by a majority of the Board.

- iii. Appointments of Honorary members are for a term on one (1) year or for such terms as the Directors may from time to time determine.
- iv. Honorary members are eligible for reappointment at the expiration of their term of appointment.
- v. Honorary members shall not be entitled to vote at, but shall be entitled to notice of and to attend meetings of the members of the Society.
- vi. The number of Honorary members shall at no time exceed the number of Ordinary members and if, in the sole discretion of the Directors, they foresee such a situation impending, then the Directors may require such non-voting members as they may determine to resign.

### **c. Lifetime Members**

- i. Any member in good standing can nominate another member for a lifetime membership by submitting their name and a written statement to the President as to why this member should be honoured with this lifetime membership.
- ii. The President will review the submission and discuss with both the nominator and the proposed recipient if needed. Once the President is satisfied that the proposed recipient should be so honoured, he will forward the proposal to the board for their approval.
- iii. Benefits of lifetime membership are identical to an ordinary member with the exception that the lifetime member does not have to pay the annual membership fee.
- iv. The lifetime member must adhere to all policies and procedures enacted by the directors from time to time. If the lifetime member fails to adhere to the policies and procedures at any time during their tenure as a lifetime member, the board of directors can by unanimous vote remove the lifetime status of the individual.

5. The membership year will commence on July 1 each year and end on June 30 of the following year:
- a. Membership fees will be determined from time to time by majority vote of the Board of Directors and will become effective at the start of the next membership year.
  - b. The Hall Booking Manager, as Acting Membership Manager, will report to the Board of Directors and will provide such information as the Directors determine and will propose proposals for changes to the membership fees.
  - c. Members must be in good standing with the society 30 days prior to the AGM to vote at said AGM and to be considered for election to the Board of Directors

6. Each member of the Society shall be subject to all the duties and obligations which are set forth in the Constitution and in these By-Laws.

7. All members are in good standing except a member who fails to pay annual membership fees or dues which become payable.

8. A person may cease to be a member of this Society:
- a. by delivering a written resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
  - b. on death or in the case of a corporation, on dissolution; or
  - c. by being expelled; or
  - d. if fees or dues are payable, on failure to pay those fees or dues within that period of time that that Board has set for payment of fees or dues.

9. The Directors may, by a vote of a majority of those present, expel any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interests or reputation of the Society or who willfully commits a breach of the Constitution or By-Laws of the Society.

10. a. Directors, whether elected or appointed, will become members of the society and shall maintain their membership during their entire term as a director.

b. All coaches are required to become members of the society throughout their coaching activities at the club.

### **Part 3 - BOARD OF DIRECTORS**

11. The Board shall consist of 9 directors, numbered 1 through 9 for identification purposes.

12. Each Director will be elected for a 3 year term which will:

a. Commence with the first meeting of the Board of Directors following their election, and

b. Will expire at the end of the 3rd AGM following their election.

13. A Director may:

c. Resign their position at any point in their term by writing to the President of their intentions;

d. Be terminated as a member in accordance with the provisions in these by-laws.

e. The Board may appoint a member to serve in the vacant position until the next AGM.

14. At each AGM, 3 directors will be elected by the membership for a 3 year term.

f. In addition for any resignations/terminations that occurred in the past year, the remaining time in their respective terms will be open for election as well.

15. The Officers of the Society are:

g. President,

h. Vice-President,

i. Secretary,

j. Treasurer,

16. Each of the people selected as Officers will serve a term of 1 year:

m. commencing with the Board of Directors meeting at which they were selected and ending at the end of the following AGM.

17. A Director may not serve in a particular Officer position for more than 5 consecutive years. This clause will be effective from the date of the by-law coming into effect.

### **Part 4 - MEETINGS OF MEMBERS**

18. General meetings of the Society shall be held at such time and place, in accordance with the Society, as the Directors decide.

19. The Directors may, whenever they think fit, convene a general meeting.

20. Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in the case of a special business, the general nature of that business.

21. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings of that meeting.

22. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year.

a. Written notice of the annual general meeting shall be given to each member fourteen (14) days in advance.

## **Part 5 - PROCEEDINGS AT GENERAL MEETINGS**

23. Special business is:

a. all business at a general meeting except the adoption of rules of order; and b. all business that is transacted at an annual general meeting except:

i. the adoption of rules of order,

ii. the consideration of the financial statements,

iii. the report of the Directors,

iv. the report of the auditor, if any,

v. the election of Directors,

vi. the appointment of the auditor, if required, and

vii. such other business as, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice of convening the meeting.

24. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present. 24. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

25. A quorum is THREE (3) members present or such greater number as the members may determine at a general meeting.

26. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present,

a. the meeting, if convened on the requisition of members, shall be terminated;

b. but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and

c. if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting,

i. the members present constitute a quorum, providing that there are never fewer than three (3) members present at all times.

27. Subject to By-Law 167, the President of the Society, or in their absence, one of the other directors present shall preside as chairman of a general meeting.

28. If at a general meeting:

- a. there is no President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
- b. the President and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

29. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

30. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- a. Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

31. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

32. Members wishing to propose business at an annual general meeting must notify the Executive Committee, in writing, at least twenty-one (21) days prior to the meeting.

33. In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.

- a. Voting shall be by a show of hands or ballot if the members so determine.
34. Voting by proxy is not permitted.

35. Each member, to vote on a proposed resolution, must be a member in good standing of the Society at least thirty (30) days prior to the meeting at which the vote is held.

## **Part 6 - DIRECTORS AND OFFICERS**

36. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do and which are not by these By-Laws or by Statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings, but subject, nevertheless, to the provisions of:

- a. all laws affecting the Society;
- b. these By-Laws; and rules, not being consistent with these By-Laws, which are made from time to time by the Society in general meeting.

37. No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

38. The Directors shall retire from office at the end of the annual general meeting held in the year in which their term expires when their successors shall be elected.

- a. There shall be a secret ballot for election of officers or directors.

39. Officers of the Society shall have their term cease following each Annual General Meeting

40. The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- a. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for reelection at the meeting.
41. If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
42. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
43. The members may, by special resolution, remove a Director before the expiration of the term of office and may elect a successor to complete the term of office.
44. No Director shall be remunerated for being or acting as a Director,
- a. but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

## **Part 7 - PROCEEDINGS OF DIRECTORS**

45. Directors must not engage in transactions or conduct that creates a conflict between their duty to act in the best interests of the organization and their own personal interests — or the interests of another corporation to which they owe a fiduciary duty.
46. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
47. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
48. The President shall be chair of all meetings of the Directors; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chair at that meeting.
49. The President may at any time, and the Secretary, on the request of three (3) Directors, shall convene a meeting of the Directors.
50. The Directors may delegate any, but not all, of their powers to committees consisting of Directors or members as they think fit.
- a. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- b. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors or members present shall choose one of their number to be chairman of the meeting.
- c. The members of a committee may meet and adjourn as they think proper.

51. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted if a quorum of the Directors is present.

52. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

53. In case of an equality of votes, the chairman shall not have a second or casting vote.

54. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

55. A resolution in writing signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

## **Part 8 - DUTIES OF OFFICERS**

55. The President shall preside at all meetings of the Society and of the Directors.

56. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

57. The Secretary shall:

- a. conduct the correspondence of the Society,
- b. issue notices of meetings of the Society and Directors,
- c. keep minutes of all meetings of the Society and Directors,
- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- e. have custody of the common seal of the Society, and
- f. maintain the Register of Members.

58. The Treasurer shall:

- a. keep such financial records, including books of account, as are necessary to comply with the Society Act; and
- b. render financial statements to the Directors, members and others when required.

59. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary of the meeting.

## **Part 9 – COMMON SEAL**

60. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

61. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

## **Part 10 - BORROWING**

62. The Directors may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit and,

- a. in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Society;
- b. provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a majority of at least seventy- five percent (75%) of the members of the Society present and entitled to vote at a regular or special meeting, and
- c. provided each member of the Society shall be given fourteen (14) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.

## **Part 11 - AUDITOR**

63. This Part applies only where the Society is required or has resolved to have an auditor.

- a. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
- b. At each annual general meeting the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.

64. An auditor may be removed by ordinary resolution.

65. An auditor shall be informed forthwith in writing of appointment or removal. a. No Director and no employee of the Society shall be auditor.

66. The auditor may attend general meetings.

## **Part 12 - NOTICE TO MEMBERS**

67. A notice may be given to a member:

- a. either personally; or
- b. by mail addressed to the members' registered address; or
- c. by electronic mail addressed to the member's registered electronic mail address;

68. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

- a. A notice personally given or delivered by electronic mail shall be deemed to have been received on the day on which it is given or delivered.



69. Notice of a general meeting shall be given to:

- a. every member shown on the register of members on the date notice is given; and
- b. the auditor, if Part 10 applies.
- c. No other person is entitled to receive notice of the general meeting.

### **Part 13 - BY-LAWS**

70. On being admitted to membership, a member is entitled, without charge, to a copy of the Constitution and By-Laws of the Society.

71. These By-Laws shall not be altered or added to except by special resolution.

### **Part 14 – TRANSITION CLAUSES**

72. The Society's purpose shall be carried on without object of gain for its members and any profits or other accretions to the Society shall be used in promoting its purpose.

a. This provision is unalterable

73. The operations of the Club are to be chiefly carried on at Cordova Bay, Corporation of the District of Saanich, B.C.

a. This provision is alterable.

74. If the Society should at any time be wound up or dissolved, the assets remaining after payment of all debts and liabilities shall be distributed:

a. to a non-profit society or organization having objects and purposes similar to the purposes of the Society herein; or

b. if the Society is granted charitable status at any time under the Income Tax Act (Canada), to qualified donors, as described under paragraph 149.1(1) of the Income Tax Act (Canada), or a successor provision thereto.

c. This provision is unalterable.

DATED AT the City of Victoria, in the Province of British Columbia, on the 24 th day of June, 2023.